

FIGURE 1

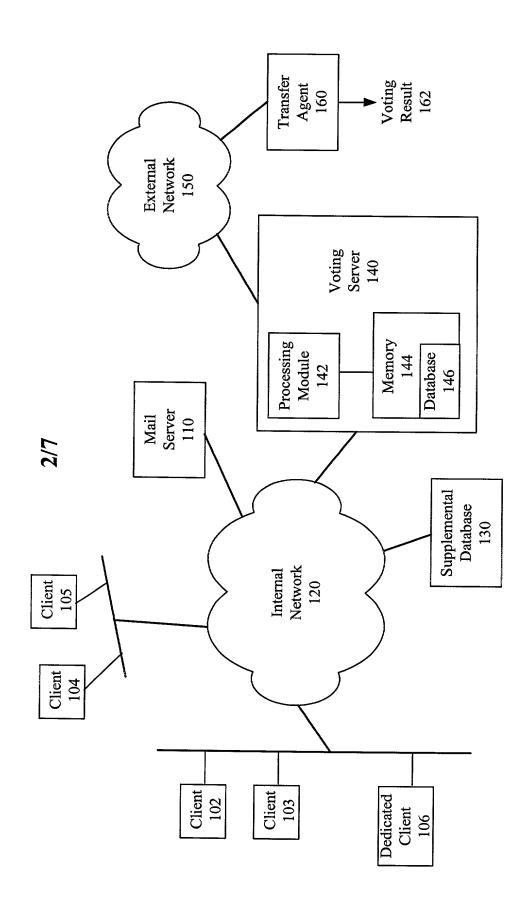


FIGURE 2

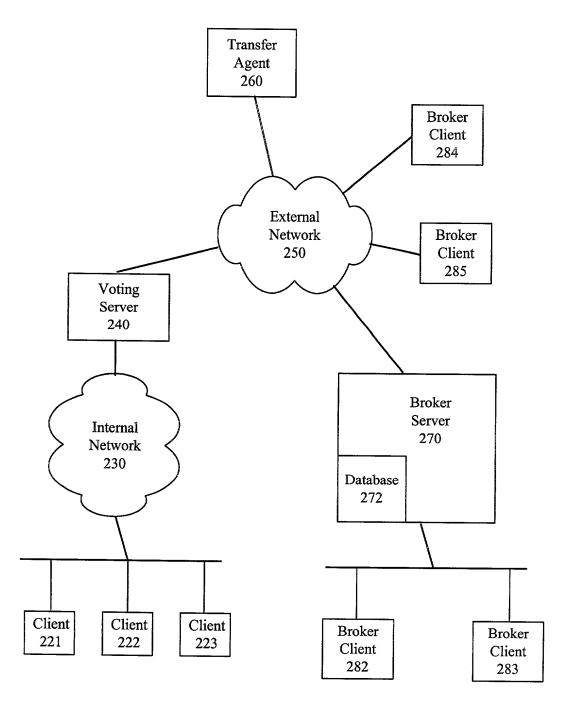
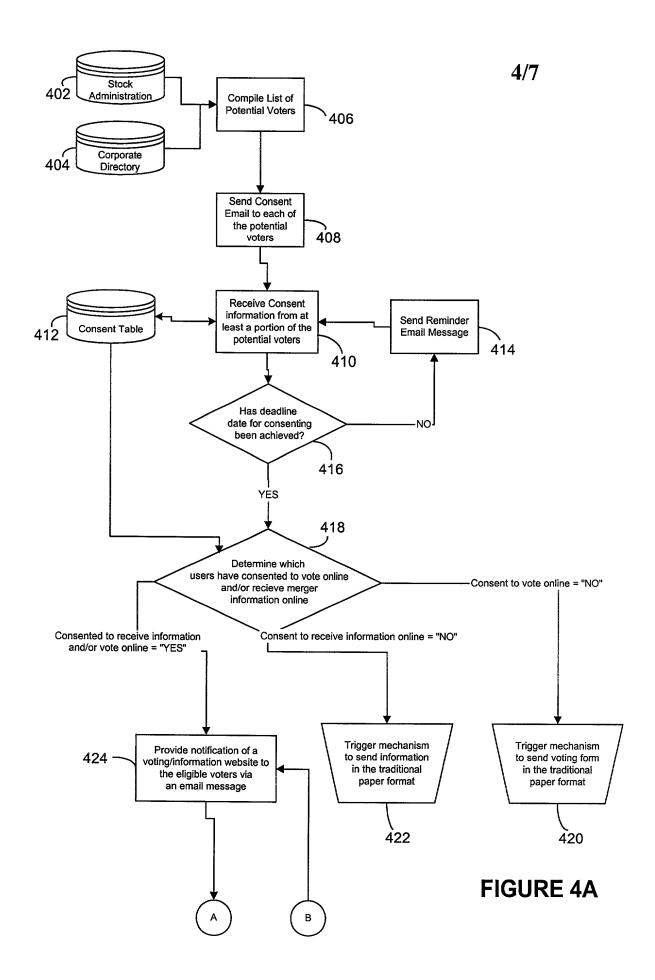
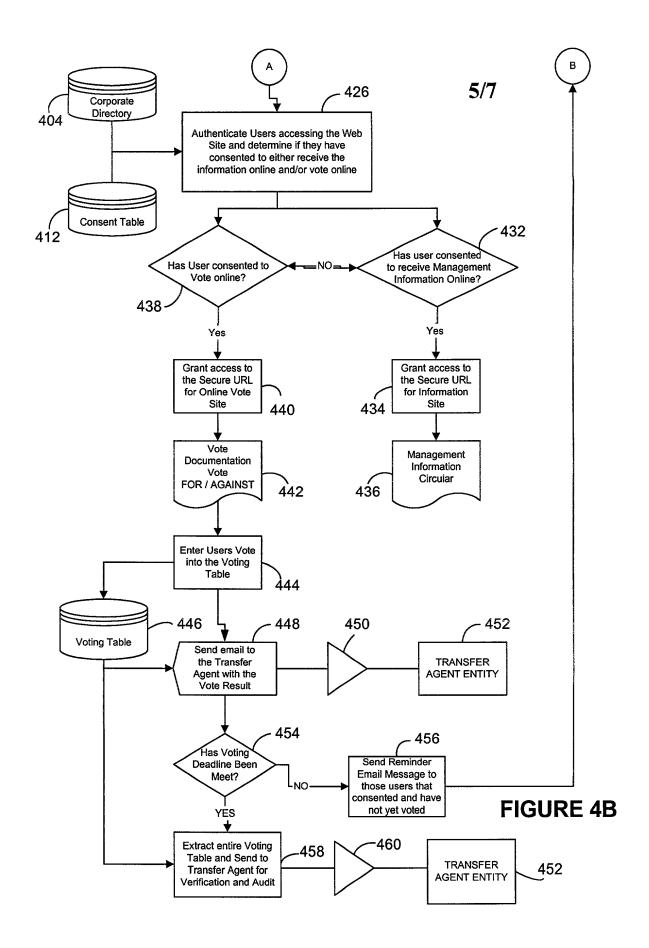


FIGURE 3





Subject: Consent to Electronic Voting Date: Mon, 3 Apr 2000 11:09:10 -0400 From: AlcatelMerger@newbridge.com

To: jroberge@newbridge.com

TO:

Current Newbridge Employee Option holders

FROM:

Pearse Flynn, President and COO

DATE:

Monday April 3, 2000

On May 16, 2000 a special meeting of Newbridge security holders (the "Meeting") will be held at which all individuals holding Newbridge shares, options and warrants as of April 7, 2000 will be asked to vote on the proposed merger of Newbridge and Alcatel, announced on February 23rd, 2000.

For the convenience and courtesy of our employees worldwide, Management is seeking approval of the court to permit current employee option holders, who consent to do so, to receive the management information circular and related Meeting materials online as well as to vote online. We believe that most employees will be comfortable with and welcome this medium.

Management has been working with representatives of Montreal Trust Company of Canada and our legal and technical staff to develop an online voting system that ensures the security, confidentiality and integrity of the voting process. Generally, if you consent to receive Meeting materials online and/or to vote online, you will receive email notification directing you to a secure voting site through the Newbridge Intranet. Voters will be required to authenticate access and the voting reply will be submitted directly to Montreal Trust Company of Canada for tabulation purposes. Access to the database created for online voting purposes will be restricted and allowed only under the supervision or direction of Montreal Trust Company of Canada.

Consenting to Receive Meeting Materials and/or to Vote Online

If you wish to receive Meeting materials online and/or to vote online, you must register your consent on the quick response form linked from this memo. In order to access the online consent registry, you will need to login using your email user name (the name which appears to the left of the "@" sign in your Newbridge email address) and your email password. Prior to login, you will be prompted through a series of security screens. Please complete and submit the consent form by 9:00 am EST on Friday April 7th. If you do not wish to receive Meeting materials online and/or vote online, or you do not have an active email account at Newbridge, Meeting materials (including a printed proxy form) will be mailed directly to you by Montreal Trust Company of Canada during the week of April 10th. \*\*Please note, you must register your consent on the quick response form linked from this memo by 9:00 a.m. on Friday April 7th if you wish to receive Meeting materials and/or vote online (subject to court approval)\*\*

## https://prodntweb.ca.newbridge.com/optionvote

Online copies of the Management Information Circular and related merger documents will be available to all employees. Employees will be notified within the next couple of weeks concerning the online voting process.

Employees who are also shareholders will receive Meeting materials (including a printed proxy form) by mail. Employees who hold options and shares may only vote online with respect to their options. In order to vote your Newbridge shares, you must follow carefully the instructions in the Meeting materials to be mailed to you, complete the printed form of proxy and return it to Montreal Trust Company of Canada in the manner and within the time limits set forth in the Meeting materials.

If you have any questions concerning the online voting procedures proposed by Management, please reply to this message and we will respond as soon as possible. Please restrict your questions to online voting procedures only; questions concerning merger issues (other than online voting procedures) should continue to be directed to Employee Communications.

Subject: Special Shareholders Meeting Information Available Online

Date: Tue, 18 Apr 2000 20:24:38 -0400 From: AlcatelMerger@newbridge.com

To: iroberge@newbridge.com

To: Consenting Option Holders

Date: April 18, 2000

Re: Special Shareholders Meeting Information Available Online

You are being sent this message as you have previously consented to receive an electronic version of the Management Information Circular and/or to vote online in connection with the special meeting of shareholders to be held on May 16, 2000. Please follow the link below to review the documentation and to register your vote.

## https://prodntweb.ca.newbridge.com/proxyvote

You may register your vote any time before 5:00 p.m. (Toronto time) on Friday May 12th, 2000. Only those option holders who previously consented to vote online will be able to access the online proxy form.

Newbridge's Proxy Solicitor, Georgeson Shareholder Communications Inc is available to Newbridge optionholders to respond to any questions concerning voting your Newbridge options. You may contact Georgeson at:

Canadian Securityholders Call Toll Free (800) 890-1037

U.S. Securityholders Call Toll Free (800) 223-2064

Please note, you will be allowed to vote online only once. If you wish to amend or change your vote, you must follow the "Revocation" procedures outlined at the site.

Your vote is important, please review the documentation and register your vote by the voting deadline. Please reply to this message only if you have questions regarding the online voting procedure and we will respond as soon as possible.

Corporate Secretariat